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RECORDATION NO. 23771-A FILED
SEP 10 '04 11-36 AM
SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

September 10, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed one original and two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of April 3, 2000. The primary document to which this is connected is recorded under Recordation No. 23771. We request that one copy of this document be recorded under Recordation No. 23771-A.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

National Railway Equipment Company
14400 S. Robey Street
Dixmoor, IL 60426

Lessee:

Holcim (US) Inc.
P.O. Box 1008
Mason City, IA 50402

A description of the equipment covered by the Memorandum of Lease Agreement consists of one SW-900 locomotive numbered NREX 128 and one SW-800 locomotive numbered NREX 129.

BALL JANIK LLP

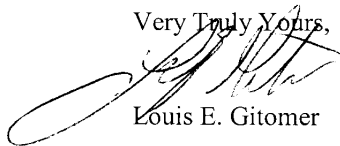
Honorable Vernon A. Williams
September 10, 2004
Page 2

A fee of \$30.00 is enclosed. Please return one original and one copy to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between National Railway Equipment Company, 14400 S. Robey Street, Dixmoor, IL 60426, and Holcim (US) Inc., P.O. Box 1008, Mason City, IA 50402, covering one SW-900 locomotive numbered NREX 128 and one SW-800 locomotive numbered NREX 129.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

SEP 10 '04 11-36 AM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 3, 2000, by and between NATIONAL RAILWAY EQUIPMENT COMPANY ("Lessor") and HOLCIM (US) INC. (formerly known as HOLNAM, INC.) ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, one SW-900 switcher locomotive numbered NREX 128 and one SW-800 switcher locomotive numbered NREX 129.

2. The locomotives are fully described in a certain Locomotive Lease Agreement dated as of April 3, 2000 (together with all of its riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

3. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

4. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

NATIONAL RAILWAY EQUIPMENT COMPANY
LESSOR

By: _____
Name: _____
Title: _____

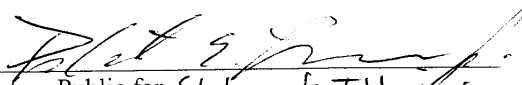
HOLCIM (US) INC., formerly known as HOLNAM, INC.
LESSEE

By: Robert A. Garza
Name: ROBERT A. GARZA
Title: PROCUREMENT SPECIALIST

STATE OF Illinois)
) ss.
County of COOK)



On this ___ day of December, 2003, before me, Robert E. Loewer, Jr., the undersigned Notary Public, personally appeared Lawrence Beal personally known to me to be the person who executed the within instrument as President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.


Notary Public for State of Illinois
My Commission expires 3-3-2007

STATE OF _____)
) ss.
County of _____)

On this ___ day of December, 2003, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

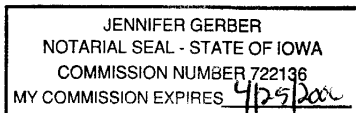
STATE OF _____)
) ss.
County of _____)

On this ____ day of December, 2003, before me, _____, the undersigned
Notary Public, personally appeared _____ personally known to me to
be the person who executed the within instrument as _____ on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF Iowa)
) ss.
County of Cerro Gordo)

On this 24 day of December, 2003, before me, Jennifer Gerber, the undersigned
Notary Public, personally appeared Robert A Garza personally known to me to
be the person who executed the within instrument as Robert A Garza on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

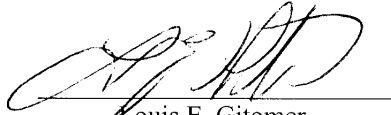


Jennifer Gerber

Notary Public for Iowa
My Commission expires 4/25/2006

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of April 3, 2000, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to be 'L. E. Gitomer', written over a horizontal line.

Louis E. Gitomer
September 10, 2004